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March 21, 2003

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Deborah D'Alessandro, General Counsel  
Nortel Networks  
8200 Dixie Road, Suite 100  
Mail Stop 036N0151  
Brampton, ON L6T5P6  
CANADA

Re: *In re Microsoft Corp. Antitrust Litigation*; MDL 1332; *Burst.com, Inc. v. Microsoft Corporation*, JFM-02-CV-2952

Microsoft Corporation is the defendant in a multi-district coordinated proceeding captioned MDL 1332, currently pending before the federal district court in Baltimore, Maryland, which includes a number of cases brought by consumer plaintiffs ("consumer cases") as well as four actions brought by Microsoft competitors, referred to collectively as the competitor cases. The four competitor plaintiffs are Be Incorporated, Burst.com, Inc., Netscape Communications Corporation, and Sun Microsystems, Inc. I write this letter on behalf of those four competitor plaintiffs. We understand that you have previously produced documents in one or more lawsuits or investigations involving Microsoft. We have requested that Microsoft produce to us the documents that you supplied in those proceedings, as well as any deposition or trial testimony given by you (or your employees) in those proceedings.

These four parties have requested production from Microsoft of all documents that you have produced to any of the parties in any of the following proceedings: *United States v. Microsoft*, No. 98-1232 (D.D.C.); *State of New York v. Microsoft*, No. 98-1233 (D.D.C.) (including liability and remedy phases); *In Re Microsoft Corp. Windows Operating Systems Antitrust Litig.*, MDL Docket No. 1332 (D. Md.); *Coordination Proceedings Special Title (Rule 1550(b)) Microsoft I-V Cases*, J.C.C.P. No. 4106 (Cal. Super. Ct., San Francisco Cty); *Caldera v. Microsoft*, No. 2:96-CV-645B (D. Utah); *Bristol Technology v. Microsoft*, 398CV1657 (D. Conn.). Plaintiffs in the MDL 1332 consumer cases have already received access to some or all of the documents that you produced in those actions and the testimony that you provided. Competitor plaintiffs are now seeking access to all documents you produced and all testimony that was provided in the other actions, including but not limited to that already produced to consumer plaintiffs.

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Counsel representing the four competitor plaintiffs include the counsel listed below for service of any objections as well as the additional firms listed on the attached list. In addition to the counsel listed below, Microsoft is represented by Sidley Austin Brown & Wood, 10 S. Dearborn Street, Chicago, IL 60603, Preston Gates & Ellis, LLP, 925 Fourth Avenue, Suite 2900, Seattle, WA 98104, and Piper Rudnick LLP, 6225 Smith Avenue, Baltimore, MD 21209.

The new parties and counsel have agreed to abide by the terms of the protective orders under which the documents had originally been produced, modified only to give access to the new parties and to counsel working on these cases. Documents will be given the level of protection under the competitor cases protective order that corresponds with the level of protection afforded them under the protective order in the other action or proceeding. Please contact me if you want to obtain a copy of the competitor cases protective order.

The court has set the following schedule for consideration of any objections you may have to production of these materials to the four competitor plaintiffs and to use of those materials in the competitor cases. By April 4, 2003, any objecting party shall file written objections with the court and serve those objections on the parties as follows:

James P. Ulwick  
KRAMON & GRAHAM, P.A.  
One South Street  
Baltimore, MD 21202

Counsel for Netscape Communications Corporation

Bruce Wecker  
HOSIE, FROST, LANGE & McARTHUR  
One Market Street, Suite 2200  
Spear Street Tower  
San Francisco, CA 94105

Counsel for Burst.com, Inc.

James T. Southwick  
SUSMAN, GODFREY, L.L.P.  
1000 Louisiana, Suite 5100  
Houston, TX 77002-5096

Counsel for Be Incorporated

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John B. Isbister  
TYDINGS & ROSENBERG LLP  
100 East Pratt Street, 26th Floor  
Baltimore, MD 21202

Counsel for Sun Microsystems, Inc.

Marc De Leeuw  
SULLIVAN & CROMWELL  
125 Broad Street, 32<sup>nd</sup> Floor  
New York, New York 10004

Counsel for Microsoft Corporation

Dale A. Rice  
Heller, Ehrman, White & McAuliffe LLP  
333 Bush Street  
San Francisco, Ca. 94104

Counsel for Microsoft Corporation

If you have no objection to the production of your documents to the competitor plaintiffs or to use of those materials in the competitor cases, then you do not have to do anything. Microsoft will produce copies of the requested documents to competitor plaintiffs from its files. If you do file objections to allowing access to your materials in the competitor cases, those objections will be heard by the Court on May 7, 2003, at 4:30pm Eastern Standard Time, via a telephonic hearing. We will provide you with the call-in information that you will need in advance of the telephonic conference in order to participate.

If you have any questions, please feel free to contact me.

Very truly yours,



Bruce Wecker

cc: Dale A. Rice